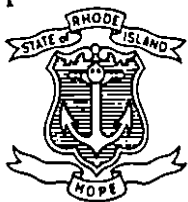


Filing Fee \$50.00

ID Number 36116



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SMITH HILL ASSOCIATES, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on August 4, 2005, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

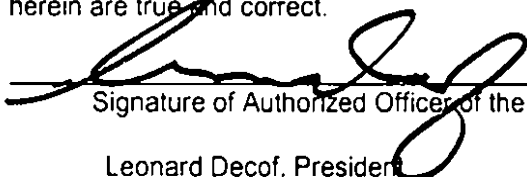
See Attachment

3. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Dated August 4, 2005


Signature of Authorized Officer of the Corporation

Leonard Decof, President
Type or Print Name of Authorized Officer

FILED

AUG 10 2005

By AME

73877

05 AUG 10 PM 1:52

APPROVED FOR FILING
31 AUG 10 PM 1:52

ATTACHMENT

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
SMITH HILL ASSOCIATES, INC.**

1. That Article FOURTH of the Articles of be deleted in its entirety and the following be substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is Eight Thousand (8,000) shares of common stock, with One Dollar (\$1) par value, of which (a) One Thousand (1,000) shares shall be designated as Class A Common Stock, with One Dollar (\$1) par value (the "Class A Common Stock") and (b) Seven Thousand (7,000) shares shall be designated as Class B Common Stock, with One Dollar (\$1) par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

2. That Article FIFTH of the Articles be deleted in its entirety and the following be substituted in lieu thereof:

"Pursuant to §7-1.2-613 of Rhode Island General Laws, (1956), as amended, Stockholders shall have no preemptive rights."

3. That Article SIXTH of the Articles be deleted in its entirety and the following be substituted in lieu thereof:

"(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, §7-1.2-707(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders;

(ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws, (1956), as amended, §7-1.2-811; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by said Rhode Island General Laws §7-1.2-807.1)."

4. That Article EIGHTH of the Articles reflect and confirm the status of the Corporation as a close corporation having no Board of Directors pursuant to §7-1.2-1701 of Rhode Island General Laws, (1956), as amended.

5. That upon the effective date and time of the amendment (the "Effective Time"), all shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, shares of Class A Common Stock and Class B Common Stock on the following basis: Each share of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, one-tenth (.1) share of Class A Common Stock and nine-tenths (.9) shares of Class B Common Stock.

The effect of such amendment shall not reduce the Corporation's stated capital.